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April 6, 2011

**ENTERED  
Office of Proceedings**

**APR 6 - 2011**

**Part of  
Public Record**

Ms. Cynthia T. Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D. C. 20423

229118

RE: Docket No. 42104, *Entergy Arkansas, Inc. and Entergy Services, Inc. v. Union Pacific Railroad Company and Missouri & Northern Arkansas Railroad Company, Inc.*  
Finance Docket No. 32187, *Missouri & Northern Arkansas Railroad Company, Inc.—Lease, Acquisition and Operation Exemption—Missouri Pacific Railroad Company and Burlington Northern Railroad Company*

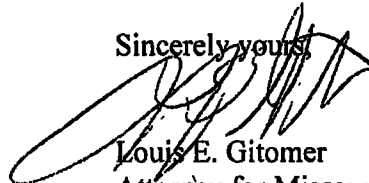
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Dear Ms. Brown:

Enclosed for e-filing is the Reply of the Missouri & Northern Arkansas Railroad Company, Inc. to the Petition for Stay filed by Arkansas Electric Cooperative Corporation.

Thank you for your assistance. If you have any questions please call or email me.

Sincerely yours,



Louis E. Gitomer  
Attorney for Missouri & Northern Arkansas  
Railroad Company, Inc.

Enclosure

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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Docket No. 42104

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ENTERGY ARKANSAS, INC. AND ENTERGY SERVICES, INC.  
v.  
UNION PACIFIC RAILROAD COMPANY AND MISSOURI & NORTHERN ARKANSAS  
RAILROAD COMPANY, INC.

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Finance Docket No. 32187

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MISSOURI & NORTHERN ARKANSAS RAILROAD COMPANY, INC.  
-LEASE, ACQUISITION AND OPERATION EXEMPTION-  
MISSOURI PACIFIC RAILROAD COMPANY AND  
BURLINGTON NORTHERN RAILROAD COMPANY

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REPLY OF MISSOURI & NORTHERN ARKANSAS RAILROAD COMPANY, INC.  
ARKANSAS ELECTRIC COOPERATIVE CORPORATION PETITION FOR STAY

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Attorneys for: MISSOURI & NORTHERN  
ARKANSAS RAILROAD COMPANY, INC.

Dated: April 6, 2011

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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Docket No. 42104

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ENTERGY ARKANSAS, INC. AND ENTERGY SERVICES, INC.  
v.  
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MISSOURI & NORTHERN ARKANSAS RAILROAD COMPANY, INC.  
-LEASE, ACQUISITION AND OPERATION EXEMPTION-  
MISSOURI PACIFIC RAILROAD COMPANY AND  
BURLINGTON NORTHERN RAILROAD COMPANY

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REPLY OF MISSOURI & NORTHERN ARKANSAS RAILROAD COMPANY, INC.  
TO ARKANSAS ELECTRIC COOPERATIVE CORPORATION PETITION FOR STAY

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Missouri & Northern Arkansas Railroad Company, Inc. ("M&NA") replies to the Petition for Stay filed on April 4, 2011 by Arkansas Electric Cooperative Corporation ("AECC"). M&NA respectfully requests the Surface Transportation Board (the "Board") to deny the Petition for Stay.

The decision of the Surface Transportation Board in *Entergy Arkansas, Inc. & Entergy Services, Inc. v. Union Pacific Railroad Company, Missouri & Northern Arkansas Railroad Company, Inc., & BNSF Railway Company*, NOR 42104 (served March 15, 2011) at page 18 was ordered to be "effective on the date of service." Because there is no action pending effectiveness, there is no action for the Board to stay in response to AECC's Petition for Stay.

The Board has denied a stay request when the “motion does not even recite Holiday Tours criteria, much less offer any evidence or argument to show that its stay request meets any of them”<sup>1</sup> and when the party “filed its motion for a stay late.”<sup>2</sup>

AECC does not recite the stay criteria. Nor does AECC offer evidence or argument to meet the requirements for a stay. There is no discussion of likelihood of success on the merits, irreparable harm, harm to other parties, or the impact on the public interest.

In addition, if a stay request were appropriate, which MNA does not concede, AECC filed the Petition for Stay late pursuant to 49 C.F.R. 1115.5.

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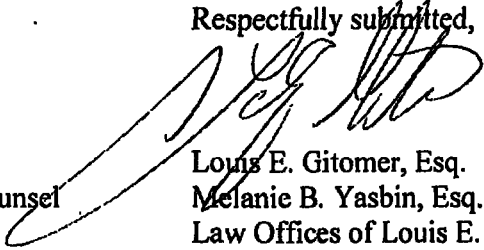
<sup>1</sup> A party seeking a stay must establish that: (1) there is a strong likelihood that it will prevail on the merits of any challenge to the action sought to be stayed; (2) it will suffer irreparable harm in the absence of a stay; (3) other interested parties will not be substantially harmed; and (4) the public interest supports the granting of the stay. *Hilton v. Braunskill*, 481 U.S. 770, 776 (1987); *Washington Metro. Area Transit Comm'n v. Holiday Tours, Inc.*, 559 F.2d 841, 843 (D.C. Cir. 1977) (*Holiday Tours*); *Virginia Petroleum Jobbers Ass'n v. Fed. Power Comm'n*, 259 F.2d 921, 925 (D.C. Cir. 1958). On a motion for stay, “it is the movant’s obligation to justify the . . . exercise of such an extraordinary remedy.” *Cuomo v. United States Nuclear Regulatory Comm’n*, 772 F.2d 972, 978 (D.C. Cir. 1985). The parties seeking a stay carry the burden of persuasion on all of the elements required for such extraordinary relief. *Canal Auth. of Fla. v. Callaway*, 489 F.2d 567, 573 (5th Cir. 1974).

<sup>2</sup> *General Railway Corporation, d/b/a Iowa Northwestern Railroad – Exemption for Acquisition of Railroad Line – in Osceola and Dickinson Counties, IA*, STB Finance Docket No. 34867 (served July 13, 2007).

For the above reasons, M&NA respectfully requests the Board to deny AECC's Petition for Stay.

Respectfully submitted,

Scott G. Williams Esq.  
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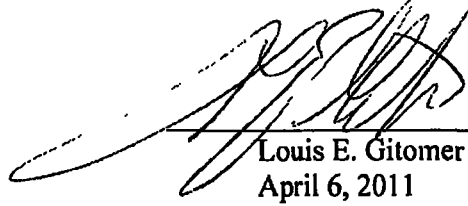
  
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Attorneys for: MISSOURI & NORTHERN  
ARKANSAS RAILROAD COMPANY, INC.

Dated: April 6, 2011

**CERTIFICATE OF SERVICE**

I hereby certify that I have caused the foregoing document to be served upon counsel for  
Entergy Arkansas, Inc., Entergy Services, Inc., Union Pacific Railroad Company, Arkansas  
Electric Cooperative Corporation, and BNSF Railway Company electronically.



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Louis E. Gitomer  
April 6, 2011